SYSCO CORP Form 4 July 07, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION ON Washington, D.C. 20549

OMB Number: 3235-0287

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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OMB APPROVAL

January 31,

0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Grade Joel T.			2. Issuer Name and Ticker or Trading Symbol SYSCO CORP [SYY]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1390 ENCLAVE PARKWAY		AY	(Month/Day/Year) 07/05/2016	Director 10% Owner _X Officer (give title Other (specify below) EVP and CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON, T	X 77077		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative S	Securi	ities Acqu	nired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially Owned Following	(D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/05/2016		M <u>(1)</u>	16,398	A	\$ 29.96	59,021.46	D	
Common Stock	07/05/2016		S(1)	16,398	D	\$ 51 (2)	42,623.46	D	
Common Stock	07/06/2016		M(3)	1,040	A	\$ 29.96	43,663.46	D	
Common Stock							247.163	I	Held in trust for son.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 29.96	07/05/2016		M <u>(1)</u>	16,398	<u>(4)</u>	11/13/2019	Common Stock	16,398
Stock Options (Right to Buy)	\$ 29.96	07/06/2016		M(3)	1,040	<u>(4)</u>	11/13/2019	Common Stock	1,040

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Grade Joel T.

1390 ENCLAVE PARKWAY EVP and CFO

HOUSTON, TX 77077

Signatures

/s/ Gerald W. Clanton, attorney in fact 07/07/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The exercise and sale were effected pursuant to a Rule 10b5-1 trading plan.
- (2) The price reported is a weighted average sale price per share of the 16,398 shares sold on this date. These shares were sold in multiple transactions at prices ranging from \$51.00 to \$51.01. The Reporting Person undertakes to provide to Sysco Corporation, any security holder of Sysco Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the

Reporting Owners 2

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number of shares sold at each separate price within the ranges set forth in the footnote to this Form 4.

- (3) The exercise was effected pursuant to a Rule 10b5-1 Plan.
- (4) Options are fully exercisable.
- Options granted by the Compensation Committee of the Company's Board of Directors pursuant to the 2007 Stock Incentive Plan, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.